

“Acquisition” means the purchase and sale of the Purchased Shares by Purchaser from Sellers as contemplated by this Agreement.

“Adjustment Escrow Amount” means an amount equal to \$[]¹.

“Administrative Expense Account” means the account designated by the Administrative Expense Account Agent into which the payment required by Section shall be made and any succeeding account in which the Administrative Expense Amount shall be held by the Administrative Expense Account Agent.

“Administrative Expense Account Agent” means Free Bank Association, which shall be the agent for holding and disbursement of funds from the Administrative Expense Account in accordance with the terms hereof, or any successor Person appointed by the Shareholder Representative.

“Administrative Expense Amount” means an amount equal to \$1 and any earnings on such amount, as such amount may be reduced from time to time due to payments made therefrom in accordance with the terms of this Agreement.

“Affiliate” means, with respect to any Person, any other Person that, directly or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such Person, and the term “control” (including the terms “controlled by” and “under common control with”) means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through ownership of voting securities, by contract or otherwise.

“Aggregate Exercise Amount” means \$7, which is the aggregate dollar amount required to be paid to purchase all of the shares of Common Stock covered by the Options.

“Agreement” has the meaning set forth in the preamble.

“Alternative Debt Commitment Letter” has the meaning set forth in Section

“Alternative Debt Financing” has the meaning set forth in Section

“Alternative Debt Financing Agreement” has the meaning set forth in Section

“Antitrust Action” has the meaning set forth in Section

“Antitrust Laws” means the HSR Act, the Sherman Act, as amended, the Clayton Act, as amended, the Federal Trade Commission Act, as amended, and any other United States federal or state or foreign statutes, rules, regulations, orders, decrees, administrative or judicial

¹ NTD: Subject to confirmation by the Company.